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ASHFORD HOSPITALITY TRUST INC Form 4 April 18, 2011 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SECURITY CAPITAL Issuer Symbol PREFERRED GROWTH INC ASHFORD HOSPITALITY TRUST (Check all applicable) INC [AHT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X__ 10% Owner _Other (specify Officer (give title (Month/Day/Year) below) below) CHASE TOWER, 10 S. 10/16/2010 DEARBORN ST., SUITE 1400 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting CHICAGO, IL 60603 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) (Instr. 8) Ownership Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) Common 100.000 S С 10/16/2010 A 100,000 D Stock (2) 10.07 Common 11/04/2010 S 53,200 D D 46,800 10.68 Stock Common 11/05/2010 S 46,800 D 0 D 10.64 Stock Common 100,000 С 100,000 11/05/2010 Α D Stock (2) 10.07 Common 11/08/2010 S 16,767 \$10.3 83,233 D D Stock

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Common Stock	12/02/2010	S	33,260	D	\$ 10.13	49,973	D
Common Stock	12/03/2010	S	49,973	D	\$ 10.13	0	D
Common Stock	12/08/2010	S	49,000	D	\$ 10.22	0	D
Common Stock	12/09/2010	S	3,500	D	\$ 10.18	0	D
Common Stock	12/10/2010	S	28,500	D	\$ 10.25	0	D
Common Stock	12/13/2010	S	44,100	D	\$ 10.21	0	D
Common Stock	12/14/2010	Р	125,100	А	\$ 9.51	0	D
Common Stock	02/02/2011	S	3,100	D	\$ 10.23	0	D
Common Stock	02/03/2011	S	54,000	D	\$ 10.26	0	D
Common Stock	02/04/2011	S	136,000	D	\$ 10.28	0	D
Common Stock	02/07/2011	S	175,000	D	\$ 10.49	0	D
Common Stock	02/08/2011	S	131,900	D	\$ 10.4	0	D
Common Stock	02/09/2011	S	7,400	D	\$ 10.49	0	D
Common Stock	02/10/2011	S	2,500	D	\$ 10.49	0	D
Common Stock	02/11/2011	S	426,100	D	\$ 10.47	0	D
Common Stock	02/14/2011	S	64,000	D	\$ 10.48	0	D
Common Stock	02/15/2011	S	70,000	D	\$ 10.37	0	D
Common Stock	02/16/2011	S	169,500	D	\$ 10.35	0	D
Common Stock	02/17/2011	S	105,000	D	\$ 10.37	0	D
Common Stock	02/18/2011	S	25,400	D	\$ 10.37	0	D
	02/25/2011	S	175,000	D		0	D

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Common Stock					\$ 10.91		
Common Stock	02/28/2011	S	14,800	D	\$11	0	D
Common Stock	03/07/2011	Р	36,500	А	\$ 9.82	0	D
Common Stock	03/08/2011	Р	600	A	\$ 9.78	0	D
Common Stock	03/22/2011	S	68,000	D	\$ 10.82	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8		orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series B-1 Cumulative Convertible Redeemable Preferred Stock	\$ 10.07	10/16/2010		С			100,000	<u>(1)</u>	<u>(1)</u>	Common Stock	100,000
Series B-1 Cumulative Convertible Redeemable Preferred Stock	\$ 10.07	11/05/2010		С			100,000	<u>(1)</u>	<u>(1)</u>	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SECURITY CAPITAL PREFERRED GROWTH INC CHASE TOWER 10 S. DEARBORN ST., SUITE 1400 CHICAGO, IL 60603

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Signatures

Genine M. 04/18/2011 Dawczak

<u>**</u>Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities are currently convertible on a one-for-one basis into shares of common stock of the issuer. There is no expiration date.
- (2) Common stock shares were received upon conversion of Series B-1 convertible preferred stock.

Remarks:

Certain transactions of AHT common stock by the reporting person reported herein were matchable under Section 16(b) of the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.